

RESTATED ARTICLES OF INCORPORATION OF THE PRESBYTERY OF MINNESOTA VALLEYS

The following Restated Articles of Incorporation of the Presbytery of Minnesota Valleys were adopted:

ARTICLE ONE: NAME

The name of this Corporation is the Presbytery of Minnesota Valleys.

ARTICLE TWO: PURPOSES

The purposes of this Corporation shall be to serve God as a Christian community of faith, to proclaim the Gospel of Jesus Christ, to nurture personal faith and commitment, to be a caring community for its members, and to provide witness and service to the community as a Presbytery under the doctrine, Form of Government, worship and discipline of the Constitution of the Presbyterian Church (USA). The Corporation is organized exclusively for charitable, educational and religious purposes under State of Minnesota Statute 317a.

ARTICLE THREE: AFFILIATION

This Corporation shall be a constituent Presbytery of and affiliated with the Presbyterian Church (USA) and shall be subject to its polity and discipline as contained in the *Constitution of the Presbyterian Church (USA)*. The legal title to all its property held by this Corporation, whether the property is used in the programs of this Corporation or held for the production of income, is held in trust, nevertheless, for the use and benefit of the Presbyterian Church (USA).

ARTICLE FOUR: MEMBERSHIP

The voting members of this Corporation shall consist of all the ministers who are members in good standing in the Presbytery of Minnesota Valleys, except inactive members, and those elders of legal age elected as commissioners by the Sessions of the constituent churches of the Presbytery of Minnesota Valleys, according to the formula set forth and for the terms provided in the bylaws of the Corporation and the *Constitution of the Presbyterian Church* and such other elders who are permitted to vote as members of the Presbytery as set forth in the bylaws of the Corporation and the *Constitution of the Presbyterian Church (USA)*.

ARTICLE FIVE: TERRITORIAL LIMITS

The territorial limits over which this Corporation exercises jurisdiction are in the counties of Benton, Big Stone, Blue Earth, Brown, Chippewa, Cottonwood, Crow Wing, Douglas, Faribault, Grant, Jackson, Kandiyohi, Lac qui Parle, Lincoln, Lyon, Martin, Meeker, Morrison, Murray, Nicollet, Nobles, Ottertail, Pipestone, Pope, Redwood, Renville, Rock, Sibley, Stevens, Stearns, Swift, Todd, Traverse, Watonwan, Wilkin and Yellow Medicine in the State of Minnesota, and those parts of McLeod and LeSueur counties in the State of Minnesota described as follows: the south one-half of LeSueur County below a line from the Town of Ottawa running due east along State Highway #112 and McLeod County, except the Township of Winsted.

ARTICLE SIX: BOARD OF DIRECTORS

The bylaws of the Corporation shall contain provisions regarding the number, election, power, and responsibilities of the board of directors, which shall be known the Board of Trustees. The Budget & Finance Committee's primary responsibility is to function as the Board of Trustees. The members of the Board of Trustees shall be active members (as defined in the constitution of the Presbyterian Church

(USA)) of the constituent churches of Minnesota Valleys Presbytery or a member of the Presbytery. An employee of the Corporation shall not be a member of the Board of Trustees.

ARTICLE SEVEN: ANNUAL MEETING

The annual meeting of the Corporation shall be held in conjunction with the last stated Presbytery meeting of each year.

ARTICLE EIGHT: ACTIVITIES NOT PERMITTED

The Corporation shall not provide pecuniary gain to its members, incidentally or otherwise.

No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall carry on only those activities permitted under Minnesota Statute 317A.

ARTICLE NINE: REGISTERED OFFICE

The location of the registered office of the Corporation in the State of Minnesota is 4055 Abbott Drive, City of Willmar, County of Kandiyohi, State of Minnesota 56201.

ARTICLE TEN: DISSOLUTION

Upon the dissolution of the Corporation, the Presbytery shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purposes of the Corporation to the Synod of Lakes and Prairies of the Presbyterian Church (USA), or its legal successor, an exempt organization under Section 501 (c)(3) of the Internal Revenue Service Code of 1986, and in conformity with the *Constitution of the Presbyterian Church (USA)*.

ARTICLE ELEVEN: AMENDMENTS

These restated articles of incorporation (2008) may be amended by a 2/3 vote of the voting members of the Corporation present at any stated meeting of the Corporation, provided that notice of the meeting at which such amendments are to be considered shall include the full text of the proposed amendments. The proposed amendments shall be presented in writing at a stated meeting of the Presbytery and action taken at the next stated meeting of the Presbytery.

These restated articles of incorporation have been approved pursuant to the Minnesota Statutes Chapter 317A. I certify that I am authorized to execute these restated articles of the incorporation, and I further certify that I understand that by signing these Restated Articles of Incorporation, I am subject to the penalties of perjury as set forth in Minnesota Statutes 609.48 as if I had signed these Restated Articles of Incorporation under oath.

Approved at the Stated Presbytery of Minnesota Valleys meeting on September 13, 2008 at Browns Valley, Minnesota; filed with the State of Minnesota.

Approved at the Stated Presbytery of Minnesota Valleys meeting on May 14, 2013 at Edgerton, Minnesota.